1135856

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR SEC Mail Processing UNIFORM LIMITED OFFERING EXEMPTS (2) Non

MAY 27 2008

OMB APPROVAL							
OMB Num	ber:	3235-0076					
Expires:	May	/ 31,2008					
Estimated	avera	ige burden					
hours per i	espor	nse16.00					

SEC USE ONLY								
Prefix		Sarial						
DA	TE RECEIV	ED						

Washington, DC	
Name of Offering (check if this is an amendment and name has changed, and indite change.)	
Flexible Premium Variable Universal Group Life Insurance Policy-PPB1745 Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer 08047911	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Nationwide Private Placement Variable Account	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111	
Address of Principal Business Operations (Number and Street, City, State, Zip Telephone Number (Including Area Code) Code) (if different from Executive Offices)	
Brief Description of Business	
Variable Insurance Products	
Type of Business Organization	
corporation limited partnership, already formed Insurance Company Separate Account Insurance Company Separate Account	
business trust	
Year Actual or Estimated Date of Incorporation or Organization Month Year	
[05] [98] Actual Estimated OMSON REUTERS	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O] [H]	

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

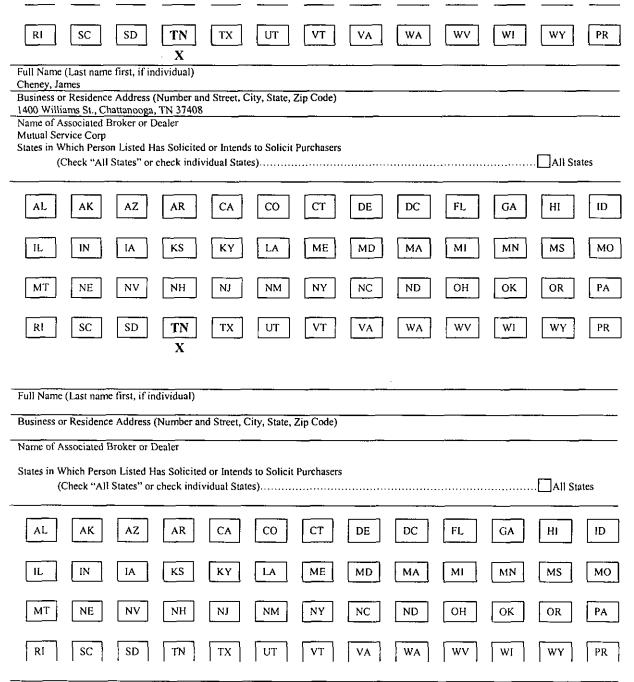
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Alutto, Joseph A.				
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Brocksmith, Jr. James G.			<u> </u>	
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		_
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Eckel, Keith W.			 ,	
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Mille de Lombera, Martha J.				
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		 -

Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Jurgensen, W.G.		<u> </u>		· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Marshall, Lydia M.			. <u>-</u>	
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Miller, David O.	•		-	
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
(Use blank shee	et, or copy and use addition	onal copies of this sheet,	as necessary)	
1	B. INFORMATION	ABOUT OFFERING		Į.
1. Has the issuer sold, or does the iss	uer intend to sell, to n	on-accredited investo	rs in this offer	
2. What is the minimum investment		endix, Column 2, if fil		
3. Does the offering permit joint own				
4				
 Enter the information requested for indirectly, any commission or sim 				
sales of securities in the offering. I	f a person to be listed	is an associated perso	n or agent of a	a broker
or dealer registered with the SEC a more than five (5) persons to be li	and/or with a state or s	states, list the name of	the broker or	dealer. If
forth the information for that brok	er or dealer only.	sons of such a oforce	or dealer, you	may set
Full Name (Last name first, if individual) Friedman, Donald				· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number an		Code)		
Name of Associated Broker or Dealer	77209			
M Holdings Securities				
States in Which Person Listed Has Solicited (Check "All States" or check indiv				All States
(Silvent 711 States of Circle Miles)	Total Otales)			All States
AL AK AZ AR	CA CO	CT DE D	C FL	GA HI ID
IL IN IA KS	KY LA	ME MD M	IA MI	MN MS MO
MT NE NV NH	NJ NM	NY NC N	D OH	OK OR PA



(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	of the securities offered for exchange and already exchanged. Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold \$
	Equity	\$	\$
	Common Preferred	*	<u> </u>
	Convertible Securities (including warrants).	\$	S
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance	\$9,784,331	\$7,191,510
	Policy)	\$9,784,331	\$7,191,510
	Answer also in Appendix, Column 3, if filing under ULOE.	39,764,331	\$7,121,310
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate
		Investors	Dollar Amount
	A Poster in		Of Purchases
	Accredited Investors	1	\$7,191,510
	Non-accredited Investors Total (for filings under Rule 504 only)		\$ \$7,191,510
	Answer also in Appendix, Column 4, if filing under ULOE.	1	\$7,121,210
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. Type of Offering Rule 505	Type of Security	Dollar Amount Sold S S S S S
1.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.	_	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees	Ų	\$
	Engineering Fees.		\$
	Sales Commissions (specify finder's fees separately)		\$107,873
	Other Expenses (identify) Total		\$ \$107,873

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		-
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees Purchase of real estate	□s	□s
	Purchase, rental or leasing and installation of machinery		□\$ □\$
	and equipment		□\$
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets	□\$	
	or securities of another issuer pursuant to a merger)	 \$	□\$
	Working capital	□s	s
	Other (specify):	\$	\$
		□s	
	Column Totals	□ s	s
	Total Payments Listed (column totals added)	□ \$_	
	D. FEDERAL SIGNATURE		·
is filed under U.S. Securiti	as duly caused this notice to be signed by the undersigned duly authorized Rule 505, the following signature constitutes an undertaking by the est and Exchange Commission, upon written request of its staff, the in any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	to the
Issuer (Print Nationwide I Variable Acc	or Type) Private Placement Count Signature VanDenot	5/22/02	8
Name of Sign April VanDe	ner (Print or Type) Title of Signer (Print or Type) rvort Associate Vice President		
	ATTENTION		
Inter	ATTENTION ————————————————————————————————————	one /Sec 1911 S	C 1001)

E. STATE SIGNATURE							
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?						
	See Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.						
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.						
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.						
	read this notification and knows the contents to be true and has duly caused this notice to be signed on the undersigned duly authorized person.						

Nationwide Private Placement Variable Account

Name of Signer (Print or Type) April VanDervort

Issuer (Print or Type)

april Van Deut

5/22/08

Title of Signer (Print or Type) Associate Vice President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX							
1	1 2 3 4								5			
	to nor	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
AL												
AK												
AZ				İ								
AR												
CA												
CO						1						
CT]								

DE]	[]
DC		[]		
FL] [] _		
GA												
HI		Ī							Ī	<u> </u>	ĪĒ	╗
ID	Ħ	i	=							-	<u> </u>	
	H									-	┝	┽…
IL		'						;	L-		-	
IN		-	_						Г	-	Г	–
IA	┝┼┼	<u> </u>	┽—						╼╞	╡	┝	┽
KS	 - -	l	┽─							╬	┝	=
	片	<u> </u>	┽						<u>-</u> -	┽	<u> </u>	=
KY	<u> </u>	ļ	╡						Ļ	┽	Ļ	╡
LA	<u> </u>		ᆗ						<u> </u>	╣	Ļ	ᆗ_
ME	Щ	Ļ			!				<u> </u>		Ļ	<u> </u>
MD	<u> </u>											<u>_</u> _
MA		į							<u> </u>		L	
MI		[<u> </u>									
MN		[[·] _		
MS][\exists									
MO							*	·		7		
MT		 							Ī	1	Π	Ì
NE	m	i							Ī	Ī	Ī	┪
NV	Ħ	<u> </u>	╡	 					Ī	ヿ゙	十	ヿ
NH	Ħ	i i	=	1					-	┽~	╀	╡
NJ	 	 	=							┪	╁╞	╡
NM	늗	 	┪						<u> </u>	┽┈	 	╡
NY	┝╞╬╌	 -	┽						<u> </u>	╬┈	╁╌╞	┽
	┝╬┼	-	┽						<u> </u>	┽		4
NC	 - -	 							L	┽┈	├ ╞	╡
ND	 - -		┽						<u> </u>	╡	┞	╡
OH	 - -	<u> </u>	ᆗ—						<u> </u>	ᆗ—	┞	ᆗ
OK	 		┽						Ļ	ᆗ	<u> </u>	ᆗ_
OR] [<u> </u>					<u> </u>		L	
					A	PPENDIX						
L												
t		2		3			4			5	j	
	Inte	nded t	الموم						D:	squal	fion•	ion
			redited	Type of security					"	squar under	State	e e
	inves	tors in	1 State	and aggregate offering price						LOE	(if ye	
	(Par	t B-Ite	em 1)	offered in state	Ту	pe of investor	and amount purchased	in State		atta	ich	
				(Part C-Item 1)		(Part C-Item2)		ex	plana	tion	of
									/P	iver (art E-	granti Item	(1)
	 	F		"						es		No.
	l			ļ	Number of		Number of		[
State	Yes		No		Accredited		Non-Accredited					
		ļ			Investors	Amount	Investors	Amount	<u> </u>		<u> </u>	
PA			<u> </u>									
RI]	ot	
SC												
SD												
			\boxtimes	Variable Life								X
TN		'	_	Insurance	1	7,191,510				_		_
		1		9,784,331]			
2037	 		$\overline{}$	 			· · · · · · · · · · · · · · · · · · ·	 =-=	<u> </u>	_	† r	

	_								
	<u></u>								
VT	<u> </u>								
VA D D	<u> </u>								
WA D D	<u> </u>								
WV _	<u> </u>								
WI									
WY D									
PR _ _ _									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Patterson, James F.									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One Nationwide Plaza, Columbus, OH 43215									
	_								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partne	r								
Full Name (Leasures First (Circle), 1)									
Full Name (Last name first, if individual) Prothro, Gerald D.									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partne	r								
Full Name (Last name first, if individual)									
Shisler, Arden L.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partne	r								
Full Name (Last name first, if individual)									
Shulmate, Alex									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Zenty III, Thomas F.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									

